UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF NEW YORK

PRIDDIS MUSIC, INC.,

Plaintiff/Counterclaim-Defendant,

-against-

TRANS WORLD ENTERTAINMENT CORPORATION,

Defendant/Counterclaim-Plaintiff.

PLAINTIFF S RULE 26(a)(3) PRE-TRIAL DISCLOSURE

Index No.: 05-cv-0491

Plaintiff, Priddis Music, Inc., by its attorneys, McNamee, Lochner, Titus & Williams, P.C., as and for its pre-trial disclosure, pursuant to Rule 26(a)(3) of the Federal Rules of Civil Procedure, states as follows:

A. TRIAL WITNESSES

Plaintiff expects to call the following witnesses to testify at trial:

1. Rick Priddis, Salt Lake City, Utah.
2. Elena Price, Salt Lake City, Utah.

Plaintiff may call the following witnesses depending on if a need arises:

1. Kathleen Festa, Albany, New York.
2. Sara Cunningham, Albany, New York.
3. Gavon Barkdull, Orem, Utah.
4. Sound Choice Corporation, Charlotte, North Carolina.

Plaintiff reserves the right to call such other and further witnesses as may be needed depending upon the proof at trial.

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B. WITNESSES TO TESTIFY AT TRIAL BY DEPOSITION

Plaintiff does not anticipate having witnesses testify by deposition.

C. TRIAL EXHIBITS

Plaintiff expects to offer the following exhibits at trial:

1. Communications and records related to orders and returns
   Priddis 000001 through Priddis 000594; Priddis 007220 through Priddis 007283

2. Purchase order related documents
   Priddis 000595 through Priddis 001028

3. Charge back related documents
   Priddis 001029 through Priddis 002398

4. Proof of delivery related document
   Priddis 002399 through Priddis 003359

5. Actual return related documents.
   Priddis 003360 through Priddis 005755

6. Priddis prepared summary of TWEC purchase orders after distribution center agreement.
   Priddis 007284 through Priddis 007298

7. Priddis prepared summary of express shipping invoices and TWEC Reimbursement
   Priddis 007299 through Priddis 007311

8. Priddis prepared summary of charge back memos and returns
   Priddis 007312 through Priddis 007321

9. Priddis prepared summary of advertising credits
   Priddis 007322

10. Priddis prepared summary of total sales and returns by volume and dollar cost
    Priddis 007324 through Priddis 007325

11. Priddis prepared summary of quarterly orders and returns
    Priddis 007326 through Priddis 007329

12. Priddis prepared summary of orders and payments
    Priddis 007330

13. Priddis prepared summary of 2% discounts
Priddis 007331 through Priddis 007336

14. Priddis prepared summary of credit memos and credit memo returns
Priddis 007337 through Priddis 007364

15. Priddis prepared summary of orders and returns by item number
Priddis 007365 through Priddis 007554

16. Check edit/check advice (Plaintiff's Exhibit 1 from Festa Deposition of August 17, 2006 ["Festa Deposition"]) pages TWEC 000001 through TWEC 000008

17. Electronic mail printout dated September 23, 2003 (Plaintiff's Exhibit 2 from Festa Deposition) pages TWEC 000009

18. One page summary of TWEC payments to Priddis (Plaintiff's Exhibit 3 from Festa Deposition) page TWEC 000010

19. Screen print of TWEC records dated March 15, 2004 (Plaintiff's Exhibit 4 from Festa Deposition) pages TWEC 000011.

20. Sales reports (3 pages) dated August 18, 2003, September 29, 2003 and October 27, 2003 (Plaintiff's Exhibit 5 from Festa Deposition) pages TWEC 000020 through TWEC 000022.

21. Check edit/check advice prepared by TWEC in connection with February 3, 2004 payment (Plaintiff's Exhibit 6 from Festa Deposition) pages TWEC 000023 through TWEC 000058.

22. Check edit/check advice prepared by TWEC in connection with February 3, 2004 payment (Plaintiff's Exhibit 7 from Festa Deposition) pages TWEC 000059 through TWEC 000093.

23. Electronic mail printout dated February 5, 2003 (Plaintiff's Exhibit 8 from Festa Deposition) page TWEC 000094.

24. Two page document (Plaintiff's Exhibit 9 from Festa Deposition) pages TWEC 000095 through TWEC 000096.

25. TWEC Stock ledger inquiry dated March 18, 2004 (Plaintiff's Exhibit 10 from Festa Deposition) page TWEC 000101

26. Bill of Lading Forms (Plaintiff's Exhibit 11 from Festa Deposition) pages TWEC 000102 through TWEC 000106

27. Two page TWEC summary (Plaintiff's Exhibit 12 from Festa Deposition) pages TWEC 000099 through TWEC 000100

28. Two page printout of electronic mail dated July 22, 2004 (Plaintiff's Exhibit 13 from Festa Deposition) pages TWEC 000107 through TWEC 000108

29. Screen printouts for accounts payable inquiries dated July 8, 2004 (Plaintiff's Exhibit 14 from Festa Deposition) pages TWEC 000112 through TWEC 000136

30. Printouts of electronic mail (Plaintiff's Exhibit 15 from Festa Deposition) pages TWEC 000137 through TWEC 000144

31. One page reconciliation document (Plaintiff's Exhibit 16 from Festa Deposition) pages TWEC 000145

32. Two page reconciliation document as of April 30, 2004 (Plaintiff's Exhibit 17 from Festa Deposition) page TWEC 000146 through TWEC 000147

33. Two page open payables report for August 9, 2004 (Plaintiff's Exhibit 18 from Festa Deposition) pages TWEC 000148 through TWEC 000149

34. Two page electronic mail printout dated January 7, 2003 (Plaintiff's Exhibit 19 from Festa Deposition) pages TWEC 000159 through TWEC 000160

35. Two page vendor approval request form (3 copies) (Plaintiff's Exhibit 20 from Festa Deposition) pages TWEC 000163 through TWEC 000168

36. TWEC report for Check No. 859435 (Plaintiff's Exhibit 21 from Festa Deposition) pages TWEC 000199 through TWEC 000207

37. TWEC report for Check No. 859435 (Plaintiff's Exhibit 32 from Festa Deposition) pages TWEC 000209 through TWEC 000218

38. TWEC internal report (Plaintiff's Exhibit 23 from Festa Deposition) pages TWEC 000190 through TWEC 000198

39. TWEC report of proof of delivery (Plaintiff's Exhibit 24 from Festa Deposition) pages TWEC 000219 through TWEC 000239

40. Two page electronic mail printout plus two page reconciliation report (Plaintiff's Exhibit 25 from Festa Deposition) pages TWEC 000260 through TWEC 000263

41. Three page spreadsheet marked August 20, 2003 (Plaintiff's Exhibit 29 from Festa Deposition) pages TWEC 000348 through TWEC 000350

42. Two page electronic mail printout from January 16, 2004 (Plaintiff's Exhibit 30 from Festa Deposition) pages TWEC 000468 through TWEC 000469

43. Two page electronic mail printout (Plaintiff's Exhibit 31 from Festa Deposition) pages TWEC 000485 through TWEC 000486

44. Two page electronic mail printout (Plaintiff's Exhibit 32 from Festa Deposition) pages TWEC 000489 through TWEC 000490

45. One page electronic mail printout dated October 9, 2003 (Plaintiff's Exhibit 33 from Festa Deposition) pages TWEC 000494

46. One page electronic mail printout dated March 19, 2004 (Plaintiff's Exhibit 34 from Festa Deposition) pages TWEC 000497

47. Two page electronic mail printout (Plaintiff's Exhibit 35 from Festa Deposition) pages TWEC 000556 through TWEC 000557

48. Accounts payable inquiry screen print dated September 6, 2005 (Plaintiff's Exhibit 36 from Festa Deposition) page TWEC 000601

49. One page electronic mail printout dated October 24, 2003 (Plaintiff's Exhibit 37 from Festa Deposition) page TWEC 000658

50. Eight page screen printout from TWEC vendor master file (plaintiff's Exhibit 38 from the deposition of defendant by Festa of August 25, 2006 ["Defendant's Deposition"])

51. Two page TWEC memo concerning TWEC deductions (plaintiff's Exhibit 39 from Defendant's Deposition)

52. One page electronic mail printout (plaintiff's Exhibit 45 from Defendant's Deposition)

53. Five page TWEC document relating to 60% advertising fee (plaintiff's Exhibit 46 from Defendant's Deposition)

54. Two page electronic mail printout, pages TWEC 00675 through 00676

55. One page electronic mail printout dated March 5, 2004, page TWEC 002458

56. One page Priddis letter dated April 4, 2003, page TWEC 00243

57. Two page electronic mail printout, pages TWEC 00139 through TWEC 00014

58. One page memo referring to August 20, 2003 statement, TWEC 00558

59. Five page document (including three page spreadsheet), pages TWEC 00351 through TWEC 00355

60. Two page electronic mail printout dated January 28, 2004, pages TWEC 00603 through 000604

61. Two page letter dated May 25, 1999, pages TWEC 000248 through TWEC 000249

62. One page "point of sale agreement", page TWEC 000247

63. One page document on Priddis letterhead, page TWEC 000173

Plaintiff may offer the following exhibits at trial if the need arises:

1. Returned Sound Choice product related documents
Priddis 005756 through Priddis 007219

Plaintiff reserves the right to offer such other and further exhibits as may be needed depending upon the proof at trial.

DATED: September 15, 2006

McNAMEE, LOCHNER, TITUS
& WILLIAMS, P.C.

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